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October 14, 2009

Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

RECORDATION NO. 28061-B FILED

OCT 14 '09 -9 00 AM

**SURFACE TRANSPORTATION BOARD**

Re: Union Pacific Railroad Company  
Capital Lease Financing  
UPRR 2009-A

Dear Ms. Quinlan.

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease and Indenture Supplement No. 1 (UPRR 2009-A), dated as of October 15, 2009, among Union Pacific Railroad Company, as lessee (the "*Lessee*"), BTMU Capital Corporation, as lessor (the "*Lessor*"), and Wells Fargo Bank Northwest, National Association, as indenture trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Lease Agreement (UPRR 2009-A), dated as of October 15, 2009, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessee	Union Pacific Railroad Company 1400 Douglas Street Omaha, Nebraska 68179
Lessor:	BTMU Capital Corporation 111 Huntington Avenue, Suite 400 Boston, Massachusetts 02199

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Indenture Trustee: Wells Fargo Bank Northwest, National Association  
MAC: U1228-120  
299 South Main Street 12th Floor  
Salt Lake City, Utah 84111  
Attention: Corporate Trust Services

A description of the equipment covered as of the date hereof by the aforesaid memorandum is.

44 GE ES44AC Locomotives as more specifically described in Exhibit A  
attached hereto

A short summary of the document to appear in the index follows:

Memorandum of Lease and Indenture Supplement No 1 (UPRR 2009-A).

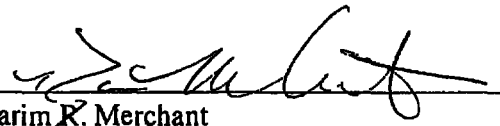
A fee of forty-one dollars (\$41 00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3465.

Sincerely,

CHAPMAN AND CUTLER LLP

By   
Karim R. Merchant

KRM/dk  
Enclosures

Law Offices of  
**CHAPMAN AND CUTLER LLP**

**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
<b>GE ES44AC Locomotives</b>	<b>44</b>	<b>UP 7345 UP 7346 UP 7356 UP 7361- UP 7368 UP 7370 - UP 7390 UP 7411 - UP 7413 UP 7415 UP 7417 - UP 7424</b>

OCT 14 '09 -9 00 AM

MEMORANDUM OF LEASE AND INDENTURE SUPPLEMENT NO. 1  
(UPRR 2009-A)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease and Indenture Supplement No. 1 (UPRR 2009-A), made and entered into as of October 15, 2009, by and among BTMU CAPITAL CORPORATION, a Delaware corporation, as Lessor ("*Lessor*"), Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*") and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee (the "*Indenture Trustee*").

## WITNESSETH:


1. Lessor and Lessee have entered into that certain Lease Agreement (UPRR 2009-A), dated as of October 1, 2009 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement. Lessor and Indenture Trustee have entered into that certain Indenture and Security Agreement (UPRR 2009-A), dated as of October 1, 2009 (the "*Indenture*"), by which Lessor has granted a security interest to Indenture Trustee in order to secure Lessor's performance of certain obligations as described in the Indenture.

2. Memoranda of said Lease Agreement and said Indenture are being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease and Indenture Supplement No. 1 (UPRR 2009-A), dated October 15, 2009, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto and whereby Lessor has granted, pursuant to the above-described Indenture, a security interest therein to the railroad equipment leased to Lessee under the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BTMU CAPITAL CORPORATION

By   
Name: CHERYL A. BEHAN  
Title: Senior Vice President

Executed on this 8<sup>th</sup> day of October, 2009.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of October, 2009.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION,  
not in its individual capacity, but solely as  
Indenture Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of October, 2009

STATE OF Massachusetts )  
 )  
COUNTY OF Suffolk ) SS.:

On this, the 8th day of October, 2009, before me, a Notary Public in and for said County and State, personally appeared Cheryl A. Behan, who being by me duly sworn, says that (s)he is the Senior Vice Pres of BTMU CAPITAL CORPORATION, that said instrument was signed on October 8, 2009 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Kathleen P. Casserly  
Name: Kathleen P. Casserly  
Notary Public  
My Commission Expires: August 5, 2016  
Residing in Massachusetts

(SEAL)

STATE OF NEBRASKA )  
 )  
COUNTY OF DOUGLAS ) SS:

On this, the \_\_\_\_ day of October, 2009, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on October \_\_\_\_, 2009, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

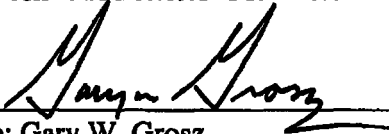
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BTMU CAPITAL CORPORATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of October, 2009.

UNION PACIFIC RAILROAD COMPANY

By  \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this 9th day of October, 2009.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION,  
not in its individual capacity, but solely as  
Indenture Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of October, 2009.

STATE OF \_\_\_\_\_ )  
 ) SS:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of October, 2009, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of BTMU CAPITAL CORPORATION, that said instrument was signed on October \_\_\_, 2009 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

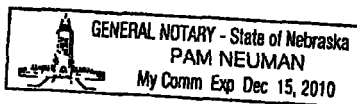
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the 9th day of October, 2009, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on October 9, 2009, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Pam Neuman  
Name: Pam Neuman  
Notary Public  
My Commission Expires: 12-15-2010  
Residing in Omaha, NE



IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BTMU CAPITAL CORPORATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of October, 2009.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of October, 2009.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION,  
not in its individual capacity, but solely as  
Indenture Trustee

By Michael Arsenault  
Name: Michael Arsenault  
Title: Assistant Vice President

Executed on this 12th day of October, 2009.

STATE OF UTAH

COUNTY OF SALT LAKE

)  
) SS:  
)

On this, the 12th day of October, 2009, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn, says that (s)he is the Asst. Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on October 12, 2009 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



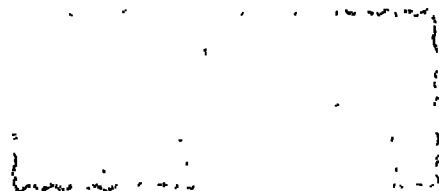
Name: T M Pippin

Notary Public

My Commission Expires:

Residing in Utah

(SEAL)



**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
GE ES44AC Locomotives	44	UP 7345 UP 7346 UP 7356 UP 7361- UP 7368 UP 7370 - UP 7390 UP 7411 - UP 7413 UP 7415 UP 7417 - UP 7424

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: 10/14/09



\_\_\_\_\_  
Robert W Alvord